

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, Individually And On Behalf Of
All Others Similarly Situated,

Plaintiff,

VS.

SUN LIFE FINANCIAL INC., et al.,

Defendants.

Civil Action No. 04cv10584 (GAO)

Consolidated Case Nos.:

04cv10764 (GAO)

04cv11019 (GAO)

**DECLARATION OF MICHAEL R. REESE IN SUPPORT OF PLAINTIFFS'
OPPOSITION TO DEFENDANTS' MOTION TO DISMISS**

MICHAEL R. REESE, hereby declares:

1. I am a member of the law firm of Milberg Weiss Bershad & Schulman LLP, proposed lead counsel for plaintiffs. I submit this declaration to place before the Court certain information that is relevant to Plaintiffs' Opposition to Defendants' Motions to Dismiss filed in the above-captioned case.

2. Attached hereto as Exhibit A is a true and correct copy of the March 31, 2004 Securities and Exchange Commission (“SEC”) Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and Imposing Remedial Sanctions in *In the Matter of Massachusetts Financial Services Co.*, Admin. Proc. No. 3-11450.

3. Attached hereto as Exhibit B is a true and correct copy of the September 15, 2004 SEC Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and Imposing Remedial Sanctions in *In the Matter of PA Fund Management LLC, et al.*, Admin Proc. No. 3-11661.

4. Attached hereto as Exhibit E is a true and correct copy of the December 13, 2004 SEC Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and Imposing Remedial Sanctions in *In the Franklin Advisers, Inc. and Franklin/Templeton Distributors, Inc.*, Admin. Proc. No. 3-11769.

5. Attached hereto as Exhibit D is a true and correct copy of the March 23, 2005 SEC Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and Imposing Remedial Sanctions in *In the Matter of Putnam Investment Management, LLC.*, Admin. Proc. No. 3-11868.

6. Attached hereto as Exhibit E is a true and correct copy of the Complaint, *NASD Department of Enforcement v. American Funds Distributor, Inc.*, Disc. Proc. No. CE3050003, dated February 16, 2005.

7. Attached hereto as Exhibit F is a true and correct copy of the March 24, 2005 California Attorney General Complaint in *The People of the State of California v. American Funds Distributors, Inc.*

8. Attached hereto as Exhibit G is a true and correct copy of the November 17, 2003 SEC Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions in *In the Matter of Morgan Stanley DW, Inc.*, Admin. Proc. No. 3-11335.

9. Attached hereto as Exhibit H is a true and correct copy of a November 17, 2003 NASD press release entitled "NASD Charges Morgan Stanley with Giving Preferential Treatment to Certain Mutual Funds in Exchange for Brokerage Commission Payments".

10. Attached hereto as Exhibit I is a true and correct copy of the March 23, 2005 SEC Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and

Imposing Remedial Sanctions in *In the Matter of Citigroup Global Markets, Inc.*, Admin. Proc. No. 3-11869.

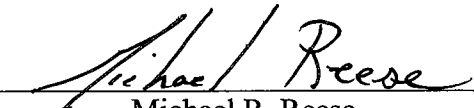
11. Attached hereto as Exhibit J is a true and correct copy of the relevant portion of the May 1, 2003 Registration Statement for the Massachusetts Investors Trust.

12. Attached hereto as Exhibit K is a true and correct copy of the Morningstar article entitled "Brand Name Value Among Mutual Funds", at http://pages.stern.nyu.edu/~adamodar/New_Home_Page/invmgmt/ch1/brand.htm.

13. Attached hereto as Exhibit L is a true and correct copy of SEC Form N-1A.

14. Attached hereto as Exhibit M is a true and correct copy of the February 8, 2005 Letter Opinion and Order in *In re Lord Abbett Mutual Funds Fee Litigation*, Master File: 04cv559 (WJM) (RJH) (D.N.J.).

I declare under penalty of perjury that the foregoing is true and correct. Executed on May 25, 2005 in New York, New York.

By: 
Michael R. Reese

CERTIFICATE OF SERVICE

I, Michael R. Reese, hereby certify that I served a copy of the foregoing document upon counsel for all parties by mailing a copy of the same, postage prepaid, to each attorney of record, this 25th day of May, 2005.

/s/ Michael R. Reese
Michael R. Reese